

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 23, 2023**

**Akero Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38944**  
(Commission  
File Number)

**81-5266573**  
(I.R.S. Employer  
Identification No.)

**601 Gateway Boulevard, Suite 350**  
**South San Francisco, CA**  
(Address of principal executive offices)

**94080**  
(Zip Code)

**Registrant's telephone number, including area code (650) 487-6488**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.0001 per share	AKRO	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Akero Therapeutics, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”) on June 23, 2023. As of April 24, 2023, the record date for the Annual Meeting, there were 48,422,688 outstanding shares of the Company’s common stock. The Company’s stockholders voted on the following matters, which are described in detail in the Company’s Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission (“SEC”) on April 28, 2023: (i) to elect three directors, Andrew Cheng M.D., Ph.D., Jane Henderson and Mark T. Iwicki, as Class I directors of the Company to each serve for a three-year term expiring at the Company’s annual meeting of stockholders in 2026 and until their respective successors have been duly elected and qualified, subject to their earlier death, resignation or removal (“Proposal 1”), (ii) to ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023 (“Proposal 2”) and (iii) to approve, by non-binding advisory vote, the compensation of the Company’s named executive officers (“Proposal 3”).

The Company’s stockholders approved the Class I director nominees recommended for election in Proposal 1 at the Annual Meeting. The Company’s stockholders voted for Class I directors as follows:

<u>Class I Director Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Andrew Cheng, M.D., Ph.D.	36,595,061	550,839	3,182,388
Jane Henderson	24,258,016	12,887,884	3,182,388
Mark T. Iwicki	6,718,494	30,427,406	3,182,388

The Company’s stockholders approved to ratify the appointment of Deloitte & Touche LLP in Proposal 2. The votes cast at the Annual Meeting were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
40,290,226	12,295	25,767	0

The Company’s stockholders approved, by non-binding advisory vote, the compensation of the Company’s named executive officers in Proposal 3. The votes cast at the Annual Meeting were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
35,932,802	1,204,824	8,274	3,182,388

No other matters were submitted to or voted on by the Company’s stockholders at the Annual Meeting.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 26, 2023

**AKERO THERAPEUTICS, INC.**

By: /s/ Andrew Cheng  
Andrew Cheng, M.D., Ph.D.  
President and Chief Executive Officer